

FISHER TODD A

Form 3

August 11, 2006

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â KKR Millennium GP Energy
LLC

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., Â 9
WEST 57TH STREET

(Street)

NEW YORK, Â NY Â 10019

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
08/09/2006

3. Issuer Name **and** Ticker or Trading Symbol
NRG ENERGY, INC. [NRG]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ☒ 10% Owner

____ Officer ☒ Other
(give title below) (specify below)

See Remarks

5. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group
Filing(Check Applicable Line)

____ Form filed by One Reporting
Person

☒ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common stock, par value \$0.01 per share

8,199,882

I

See footnotes (1) (2) (3) (4)

Common stock, par value \$0.01 per share

431,572

I

See footnotes (1) (2) (3) (4)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Millennium GP Energy LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019	^	^ X	^	See Remarks
KKR Millennium Fund Energy LP C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019	^	^ X	^	See Remarks
KKR Partners III, L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019	^	^ X	^	See Remarks
KKR Associates Millennium Energy L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019	^	^ X	^	See Remarks
KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019	^	^ X	^	See Remarks
ROBERTS GEORGE R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019	^	^ X	^	See Remarks
FISHER TODD A C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019	^	^ X	^	See Remarks
Garaialde Jacques C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019	^	^ X	^	See Remarks
	^	^ X	^	See Remarks

GOLKIN PERRY
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
9 WEST 57TH STREET
NEW YORK, NY 10019

GREENE JAMES H JR
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. X See Remarks
9 WEST 57TH STREET
NEW YORK, NY 10019

Signatures

/s/ William J. Janetschek, by power of attorney for all Reporting
Persons

08/11/2006

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

KKR Millennium Fund (Energy) L.P. ("Millennium Energy") and KKR Partners III, L.P. (Series I) ("KKR Partners", and together with Millennium Energy, the "KKR Funds") hold 8,199,882 and 431,572 shares, respectively, of common stock of NRG Energy, Inc. (the "Common Stock") reported on this Form 3. As general partner of Millennium Energy, KKR Associates Millennium (Energy) L.P. ("KKR Associates") may be deemed to be the beneficial owner of the Common Stock held by Millennium Energy. As the general partner of KKR Associates, KKR Millennium GP (Energy) LLC ("KKR GP LLC") also may be deemed to be the beneficial owner of the Common Stock held by Millennium Energy. As general partner of KKR Partners, KKR GP LLC may be deemed to be the beneficial owner of the Common Stock held by KKR Partners.
- (1) Henry R. Kravis, George R. Roberts, Todd A. Fisher, Jacques Garaialde, Perry Golkin, James H. Greene, Jr., Johannes P. Huth, Marc S. Lipschultz, Michael W. Michelson, Alexander Navab and Paul E. Raether are the members of KKR GP LLC (the "Members"), and as such may be deemed to share beneficial ownership of any Common Stock that KKR GP LLC may be deemed to beneficially own. Each Reporting Person disclaims beneficial ownership of the Common Stock, except to the extent of its or his pecuniary interest therein.
- (2) The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any Reporting Person is the beneficial owner of any Common Stock covered by this statement.
- (3) Due to limitations on Form 3, certain persons described as beneficial owners or deemed beneficial owners of the securities reported on this Form 3 are filing as reporting persons on a separate Form 3.

^

Remarks:

As described in Amendment No. 1 to Schedule 13D filed on August 11, 2006 with respect to the

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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